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Grand Trunk Western Railroad Co.

Law Department

1333 Brewery Park Blvd.  
Detroit, MI 48207-2699

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RECORDATION NO. 15267 A FILE 128

JUN 24 1988-1 15 PM

INTERSTATE COMMERCE COMMISSION

June 23, 1988

File: 352-P

Secretary  
Interstate Commerce Commission  
Room 2215  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

No. 8-176A011  
JUN 24 1988

Date .....

Fee \$ 13.00

Dear Secretary:

ICC Washington, D. C.

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC §11303 are counter-parts of an agreement releasing security in certain locomotives, dated as of June 1, 1988, between Helm Locomotive Leasing and National Bank of Detroit. The Security Agreement from which these locomotives are being released is a Security Agreement dated as of July 14, 1987, given by Helm Locomotive Leasing in favor of NBD. That document was filed with the Commission on July 20, 1987 and assigned recordation number 15267.

The parties to this present agreement releasing security in certain locomotives are

Secured Party: National Bank of Detroit  
611 Woodward Avenue  
Detroit, MI 48226

Debtor: Helm Locomotive Leasing  
1333 Brewery Park Blvd.  
Detroit, MI 48207-2699  
a Joint Venture of  
Helm Equipment Leasing Corp.  
One Embarcadero Center  
San Francisco, CA 94111 and

Domestic Three Leasing Corp.  
1333 Brewery Park Blvd.  
Detroit, MI 48207-2699

100 OFFICE OF  
THE SECRETARY

JUN 24 1 09 PM '88

MOTOR OPERATING UNIT

*C. Campbell*  
*K. Havers*

Interstate Commerce Commission  
June 23, 1988  
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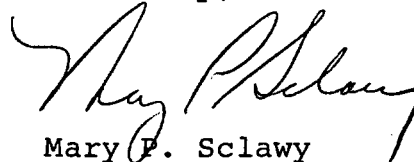
The locomotives being released are GP 38-2  
locomotives bearing the following reporting marks:

|        |        |        |        |
|--------|--------|--------|--------|
| MP2017 | MP2028 | MP2041 | MP2046 |
| 2026   | 2030   | 2042   | 2047   |
| 2027   | 2034   | 2043   | 2050   |
|        | 2040   | 2044   | 2053   |

Enclosed is our check No. 1155 in the amount of  
\$13.00.

Please accept one counterpart of the document for  
filing, stamp the remaining with your recordation number and  
return them and your fee receipt to the courier.

Sincerely,



Mary P. Sclawy  
Senior Attorney

MPS:val - MPS8

ASSOCIATION NO. 15267 A FILE NO. 1526

JUN 24 1988-1 15 PM

AGREEMENT RELEASING SECURITY ~~INTERSTATE~~ COMMERCE COMMISSION  
IN CERTAIN LOCOMOTIVES

This agreement releasing security (Agreement), dated as of June 1, 1988, between HELM LOCOMOTIVE LEASING, a joint venture (the Company) of Helm Equipment Leasing, Corporation and Domestic Three Leasing Corp., and NATIONAL BANK OF DETROIT (the Bank).

The Company and the Bank wish to release certain locomotive units as Collateral from a security agreement (Security Agreement), dated as of July 14, 1987, given by the Company in favor of the Bank.

Now therefore, pursuant to the terms of the Security Agreement and the Credit Agreement (as defined in the Security Agreement) and for good and valuable consideration granted by each party to the other, the parties agree as follows:

Delete from the Collateral (as defined in the security granting clause of the Security Agreement) fifteen (15) GP 38-2 locomotives bearing the following reporting marks:

|        |        |        |        |
|--------|--------|--------|--------|
| MP2017 | MP2028 | MP2041 | MP2046 |
| 2026   | 2030   | 2042   | 2047   |
| 2027   | 2034   | 2043   | 2050   |
|        | 2040   | 2044   | 2053   |

Executed on June 22, 1988.

For HELM LOCOMOTIVE LEASING

NATIONAL BANK OF DETROIT

DOMESTIC THREE LEASING CORP.

One of its joint venturers

By P. J. Inlu

By Susan S. Moody

Its PRESIDENT

Its Vice President

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF WAYNE )

On this 21st day of June, 1988, before me personally appeared P. E. Tatro, to me personally known, who being by me duly sworn, says that (s)he is the President of Domestic Three Leasing Corporation, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

J. A. Brewer  
Notary Public  
Wayne County, Michigan  
My commission expires: \_\_\_\_\_

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF WAYNE )

**J. A. BREWER**  
Notary Public, Wayne County, Mich.  
My Commission Expires Oct. 15, 1989

On this 22 day of June, 1988, before me personally appeared SUSAN S. MOODY, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of National Bank of Detroit, a national banking association, that said instrument was signed on behalf of said association with all due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

(NOTARIAL SEAL)

Wendy L. Rought  
Notary Public  
Wayne County, Michigan  
My commission expires: 7-22-1990

**WENDY L. ROUGHT**  
Notary Public, Wayne County, MI  
My Commission Expires July 22, 1990

a:helm4